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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

RECORDATION NO. 22935 - E  
FILED

JAN 23 '07 -11 30 AM

SURFACE TRANSPORTATION BOARD

January 23, 2007

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Bill of Sale and Assignment and Assumption Agreement, effective as of September 9, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 22935.

The names and addresses of the parties to the enclosed document are:

Seller/Assignor: U. S. Bancorp Equipment Finance, Inc  
13010 S.W. 68th Parkway  
Portland, OR 97223

Purchaser/Assignee: Bosque Leasing, L.P.  
6400 Imperial Drive  
Waco, TX 76714

Mr. Vernon A. Williams  
January 23, 2007  
Page 2

A description of the railroad equipment covered by the enclosed document is:

22 railcars: KRL 70908, KRL 370392 – KRL 370397, KRL 863021 – KRL 863025, KRL 865000 – KRL 865002 and within the following series KRL 48013 – KRL 50041; KRL 500400 – KRL 500805 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Bill of Sale and Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

JAN 23 '07 -11 30 AM

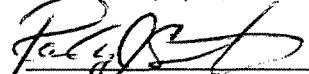
MEMORANDUM OF BILL OF SALE  
AND ASSIGNMENT AND ASSUMPTION AGREEMENT SURFACE TRANSPORTATION BOARD

Memorandum of Bill of Sale and Assignment and Assumption Agreement, effective as of September 9, 2005, by and between U.S. Bancorp Equipment Finance, Inc., Seller/Assignor, and Bosque Leasing, L.P., Purchaser/Assignee.

WITNESSETH: The undersigned have entered into that certain Account Purchase Agreement, dated September 8, 2005, by which Seller/Assignor has sold and assigned its right, title and interest in and to certain railroad equipment and the leases and beneficial interest therein to Purchase/Assignee, and Purchaser/Assignee has accepted and assumed all duties and obligations of Seller/Assignor with respect thereto (except as may otherwise be set forth in said Account Purchase Agreement). The railroad equipment and documents related thereto are set forth on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. Bancorp Equipment Finance, Inc.

By: 

Name: Randy J. Ernst

Title: VP Portfolio Manager

Bosque Leasing, L.P., a Texas Limited Partnership

By: Bosque Leasing G.P. Corp.  
its General Partner

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

MEMORANDUM OF BILL OF SALE  
AND ASSIGNMENT AND ASSUMPTION AGREEMENT

Memorandum of Bill of Sale and Assignment and Assumption Agreement,  
effective as of September 9, 2005, by and between U.S. Bancorp Equipment  
Finance, Inc., Seller/Assignor, and Bosque Leasing, L.P., Purchaser/Assignee.

WITNESSETH: The undersigned have entered into that certain Account  
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sold and assigned its right, title and interest in and to certain railroad equipment  
and the leases and beneficial interest therein to Purchase/Assignee, and  
Purchaser/Assignee has accepted and assumed all duties and obligations of  
Seller/Assignor with respect thereto (except as may otherwise be set forth in said  
Account Purchase Agreement). The railroad equipment and documents related  
thereto are set forth on Exhibit A attached hereto.

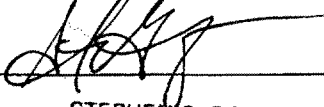
IN WITNESS WHEREOF, the parties hereto have each caused this  
Memorandum to be duly executed by their respective officers duly authorized as  
of the date and year first above written.

U.S. Bancorp Equipment Finance, Inc.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

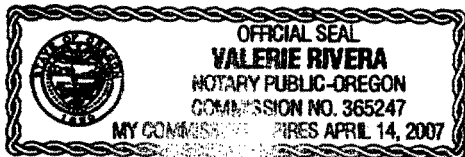
Bosque Leasing, L.P., a Texas Limited  
Partnership

By: Bosque Leasing, G.P. Corp.  
its General Partner

By:  \_\_\_\_\_  
Name: STEPHEN C. GOHRING  
Vice President  
Title: \_\_\_\_\_

State of Oregon                     )  
   ) ss:  
County of Washington            )

On this 19th day of JANUARY, 2007, before me, a notary public in and for the county and state aforesaid, personally appeared RANDY J. ERNST, to me personally known, who, being by me duly sworn, says that he/she is a V.P. COLLECTION MANAGER of U.S. Bancorp Equipment Finance, Inc., that the said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.



Valerie Rivera  
NOTARY PUBLIC

My commission expires: 4-14-07

State of Texas                     )  
   ) ss:  
County of \_\_\_\_\_            )

On this \_\_\_\_\_ day of \_\_\_\_\_, 2007, before me, a notary public in and for the county and state aforesaid, personally appeared \_\_\_\_\_, to me personally known, who, being by me duly sworn, says that he/she is a \_\_\_\_\_ of Bosque Leasing G.P. Corp., a general partner of Bosque Leasing, L.P., that the said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.

\_\_\_\_\_  
NOTARY PUBLIC

My commission expires:

State of Oregon                    )  
  ) ss:  
County of Washington         )

On this \_\_\_\_\_ day of \_\_\_\_\_, 2007, before me, a notary public in and for the county and state aforesaid, personally appeared \_\_\_\_\_, to me personally known, who, being by me duly sworn, says that he/she is a \_\_\_\_\_ of U.S. Bancorp Equipment Finance, Inc., that the said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.

\_\_\_\_\_  
NOTARY PUBLIC

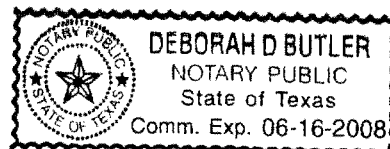
My commission expires:

State of Texas                    )  
  ) ss:  
County of McLennan         )

On this 17th day of January, 2007, before me, a notary public in and for the county and state aforesaid, personally appeared Stephen C. Gohrins, to me personally known, who, being by me duly sworn, says that he/she is a Vice-President of Bosque Leasing G.P. Corp., a general partner of Bosque Leasing, L.P., that the said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.

Deborah D Butler  
NOTARY PUBLIC

My commission expires:  
6-16-2008



## EXHIBIT A

| Filing No. | Rail Car Description    | ID No.     |
|------------|-------------------------|------------|
| 22935      | 1967 F331 Depress Ctr   | KRL 48013  |
|            | 1967 F331 Depress Ctr   | KRL 48015  |
|            | 1968 F433 Depress Ctr   | KRL 863021 |
|            | 1968 F432 Depress Ctr   | KRL 863022 |
|            | 1968 F432 Depress Ctr   | KRL 863024 |
|            | 1968 F432 Depress Ctr   | KRL 863025 |
|            | 1957 F433 Depress Ctr   | KRL 500515 |
|            | 1957 F433 Depress Ctr   | KRL 500518 |
|            | 1969 F401Plain SpecHD   | KRL 865000 |
|            | 1969 F401Plain SpecHD   | KRL 865001 |
|            | 1969 F401Plain SpecHD   | KRL 865002 |
|            | 1968 F433 Depressed Ctr | KRL 48017  |
|            | 1968 F433 Depressed Ctr | KRL 48029  |
|            | 1968 F432 Depressed Ctr | KRL 863023 |
|            | 1977 F433 Depressed Ctr | KRL 50012  |
|            | 1977 F433 Depressed Ctr | KRL 50013  |
|            | 1983 Plain/Spec HD Flat | KRL 500805 |
|            | 1983 Plain/Spec HD Flat | KRL 500606 |
|            | 1976 Plain/Spec HD Flat | KRL 500400 |
|            | 1976 Plain/Spec HD Flat | KRL 500401 |
|            | 1977 Plain/Spec HD Flat | KRL 50010  |
|            | 1977 Plain/Spec HD Flat | KRL 50041  |
|            | 70' 230 Ton 8 Axle FM   | KRL 70908  |
|            | 48' 370 Ton 12 Axle FM  | KRL 370392 |
|            | 48' 370 Ton 12 Axle FM  | KRL 370393 |
|            | 48' 370 Ton 12 Axle FM  | KRL 370394 |
|            | 48' 370 Ton 12 Axle FM  | KRL 370395 |
|            | 48' 370 Ton 12 Axle FM  | KRL 370396 |
|            | 48' 370 Ton 12 Axle FM  | KRL 370397 |

Lease Agreement, dated as of May 14, 2000, as supplemented and amended, between Firstar Bank, N.A., as Lessor, and Kasgro Leasing, LLC and Kasgro Rail Corp., as Lessees.

Consolidating Amendment of Existing Leases, dated as of January 1, 2004, between U.S. Bancorp Equipment Finance, Inc. (successor in interest to Firstar Bank, N.A.), as Lessor, and Kasgro Leasing, LLC and Kasgro Rail Corp., as Lessees.

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

1/23/07



\_\_\_\_\_  
Robert W. Alvord